



# ANNUAL STATEMENT

For the Year Ended December 31, 2012  
of the Condition and Affairs of the

## Thrive Health Plans, Inc.

NAIC Group Code..... ,  
(Current Period) (Prior Period)

NAIC Company Code..... 14225

Employer's ID Number..... 45-2375150

Organized under the Laws of DC

State of Domicile or Port of Entry DC

Country of Domicile US

Licensed as Business Type.....Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... May 20, 2011

Commenced Business..... March 16, 2012

Statutory Home Office

888 16th Street NW, Suite #800..... Washington ..... DC ..... 20006  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office

888 16th Street NW, Suite #800..... Washington ..... DC ..... 20006  
(Street and Number) (City or Town, State and Zip Code)

202-349-9839  
(Area Code) (Telephone Number)

Mail Address

888 16th Street NW, Suite #800..... Washington ..... DC ..... 20006  
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records

888 16th Street NW, Suite #800..... Washington ..... DC ..... 20006  
(Street and Number) (City or Town, State and Zip Code)

202-349-9839  
(Area Code) (Telephone Number)

Internet Web Site Address

www.thrivehp.com

Statutory Statement Contact

Thomas M Duncan  
(Name)

202-349-9839  
(Area Code) (Telephone Number) (Extension)

tduncan@thrivehp.com  
(E-Mail Address)

202-349-9840  
(Fax Number)

### OFFICERS

Name	Title	Name	Title
1. Thomas M Duncan	CEO	2. Edward Porcaro	COO
3. Jack Martin	CFO	4. Richard Ashby	CMO

### OTHER

### DIRECTORS OR TRUSTEES

Dennis Ellis	Guy Williams	Eddie Hall	Thomas M Duncan
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State of.....  
County of.....

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Thomas M Duncan	(Signature) Edward Porcaro	(Signature) Jack Martin
1. (Printed Name) CEO	2. (Printed Name) COO	3. (Printed Name) CFO
(Title)	(Title)	(Title)

Subscribed and sworn to before me  
This \_\_\_\_\_ day of \_\_\_\_\_ 2013

a. Is this an original filing? Yes [X] No [ ]

b. If no

1. State the amendment number \_\_\_\_\_

2. Date filed \_\_\_\_\_

3. Number of pages attached \_\_\_\_\_

**Ex. 2**  
**NONE**

**Ex. 3**  
**NONE**

**Ex. 4**  
**NONE**

**Ex. 5**  
**NONE**

**Ex. 6**  
**NONE**

**Ex. 7-Pt.1**  
**NONE**

**Ex. 7-Pt.2**  
**NONE**

**Ex. 8**  
**NONE**



**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)**

REPORT FOR: 1. CORPORATION.....Thrive Health Plans, Inc.      2. Washington, DC

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....0

NAIC Company Code....14225

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior year.....	0									
2. First quarter.....	0									
3. Second quarter.....	0									
4. Third quarter.....	0									
5. Current year.....	0									
6. Current year member months.....	0									
<b>Total Member Ambulatory Encounters for Year:</b>										
7. Physician.....	0									
8. Non-physician.....	0									
9. Totals.....	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	0									
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	0									
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	0									
18. Amount incurred for provision of health care services.....	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

**Sch. S-Pt. 1-Sn. 2**  
**NONE**

**Sch. S-Pt. 2**  
**NONE**

**Sch. S-Pt. 3-Sn. 2**  
**NONE**

**Sch. S-Pt. 4**  
**NONE**

**Sch. S-Pt. 5**  
**NONE**

**Sch. S-Pt. 5**  
**NONE**

**Sch. S-Pt. 6**  
**NONE**

**Sch. S-Pt. 7**  
**NONE**

## INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

## Allocated by States and Territories

**NONE**

**Sch. Y-Pt. 1A**  
**NONE**

**Sch. Y-Pt. 2**  
**NONE**

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	NO
2.	Will an actuarial opinion be filed by March 1?	NO
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	NO
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	NO

APRIL FILING		
5.	Will the Management's Discussion and Analysis be filed by April 1?	NO
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	NO
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	NO

JUNE FILING		
8.	Will an audited financial report be filed by June 1?	NO
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	NO

AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	NO

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO

APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	NO
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO


AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	NO


**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**


**EXPLANATIONS:**


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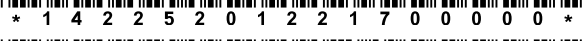
  
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2012 ALPHABETICAL INDEX  
HEALTH ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7	Schedule D – Part 6 – Section 2	E16
Assets	2	Schedule D – Summary By Country	SI04
Cash Flow	6	Schedule D – Verification Between Years	SI03
Exhibit 1 – Enrollment By Product Type for Health Business Only	17	Schedule DA – Part 1	E17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Health Care Receivables	19	Schedule DB – Part A – Section 1	E18
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 8 – Furniture, Equipment and Supplies Owned	24	Schedule DB – Part C – Section 1	SI12
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part C – Section 2	SI13
Exhibit of Net Investment Income	15	Schedule DB – Part D	E22
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	29	Schedule DL – Part 1	E23
Five-Year Historical Data	28	Schedule DL – Part 2	E24
General Interrogatories	26	Schedule E – Part 1 – Cash	E25
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E26
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E27
Notes To Financial Statements	25	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	44	Schedule S – Part 1 – Section 2	30
Schedule A – Part 1	E01	Schedule S – Part 2	31
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	32
Schedule A – Part 3	E03	Schedule S – Part 4	33
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	34
Schedule B – Part 1	E04	Schedule S – Part 6	36
Schedule B – Part 2	E05	Schedule S – Part 7	37
Schedule B – Part 3	E06	Schedule T – Part 2 – Interstate Compact	38
Schedule B – Verification Between Years	SI02	Schedule T – Premiums and Other Considerations	39
Schedule BA – Part 1	E07	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule BA – Part 2	E08	Schedule Y – Part 1A – Detail of Insurance Holding Company System	41
Schedule BA – Part 3	E09	Schedule Y – Part 2 – Summary of Insurer’s Transactions With Any Affiliates	42
Schedule BA – Verification Between Years	SI03	Statement of Revenue and Expenses	4
Schedule D – Part 1	E10	Summary Investment Schedule	SI01
Schedule D – Part 1A – Section 1	SI05	Supplemental Exhibits and Schedules Interrogatories	43
Schedule D – Part 1A – Section 2	SI08	Underwriting and Investment Exhibit – Part 1	8
Schedule D – Part 2 – Section 1	E11	Underwriting and Investment Exhibit – Part 2	9
Schedule D – Part 2 – Section 2	E12	Underwriting and Investment Exhibit – Part 2A	10
Schedule D – Part 3	E13	Underwriting and Investment Exhibit – Part 2B	11
Schedule D – Part 4	E14	Underwriting and Investment Exhibit – Part 2C	12
Schedule D – Part 5	E15	Underwriting and Investment Exhibit – Part 2D	13
Schedule D – Part 6 – Section 1	E16	Underwriting and Investment Exhibit – Part 3	14